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16584-A

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January 9, 1990

JAN 9 1990-12 40 PM

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ROBERT W. ALVORD*
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*ALSO ADMITTED IN NEW YORK
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RECORDATION NO. 16584-A

FILED 148

INTERSTATE COMMERCE COMMISSION

0-000A013

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed original copies and two photocopies of a Memorandum of Assignment of Lease dated as of December 15, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease Agreement dated as of June 20, 1989, which was recorded under REcordation Number 16584.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: Mitsui Nevitt Capital Corporation
Four Embarcadero Center, Suite 520
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document is as follows: three hundred twenty-five (325) 100-ton, 65'6" inside length, 5'6" inside height, solid bottom open top gondola cars, each with eight (8) exterior loading strap anchors bearing WCRC marks and numbers 3000 through 3324, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C.T. Kappler

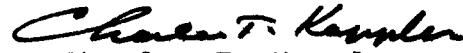
C. Quinlan

Kindly return three stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Assignment of Lease dated as of December 15, 1989 between Greenbrier Leasing Corporation, Assignor, and Mitsui Nevitt Capital Corporation, Assignee, covering three hundred twenty-five (325) 100-ton gondola cars marked and numbered WCRC 3000 through WCRC 3324, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

19/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/9/90 at 12:40pm and assigned recordation number(s). 16584-~~A~~ & 16712

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDING NO.

16584-A

FILED 143

JAN 9 1990 -12 40 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("ASSIGNOR")

AND

MITSUI NEVITT CAPITAL CORPORATION ("ASSIGNEE")

DATED AS OF DECEMBER 15, 1989

Memorandum of an Assignment and Agreement dated as of December 15, 1989 between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Mitsui Nevitt Capital Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H

1. Assignor as lessor has agreed to furnish to Southern Pacific Transportation Company as lessee ("Lessee") and the Lessee has agreed to lease from Assignor 325 100-ton, 65' 6" inside length, 5' 6" inside height, solid bottom open top gondola cars, each with eight (8) exterior lading strap anchors bearing marks and numbers as follows:

WCRC 3000 through WCRC 3324, inclusive,

pursuant to a Lease Agreement dated as of June 20, 1989 between Greenbrier Leasing Corporation as lessor and Southern Pacific Transportation Company as lessee, as amended by a First Amendment to the Lease dated as of December 15, 1989 (collectively the "Lease").

2. The Lease was effective as of June 20, 1989 and is subject to the Lease Term, as defined in the Lease.
3. A Memorandum of Lease in respect of the Lease was recorded with the Interstate Commerce Commission on October 30, 1989, and bears recordation no. 16584.
4. Pursuant to an Assignment and Agreement dated as of December 15, 1989 between Assignor and Assignee, Assignor has (a) transferred to Assignee some of its rights in the Lease and has retained some of its rights in the Lease and (b) delegated to Assignee some of its duties under the Lease and has retained some of its duties under the Lease.
5. The Assignment and Agreement shall be effective as of the Closing Date as defined in the Assignment and Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: 

Norriss M. Webb
Executive Vice President

MITSUI NEVITT CAPITAL CORPORATION

By: 

Peter K. Nevitt
President

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

On this 5th day of January, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is an Executive Vice President of GREENBRIER LEASING CORPORATION and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Stephanie R. Harris
NOTARY PUBLIC

My commission expires: 7/16/93



STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

On this 5th day of January, 1990, before me personally appeared Peter K. Nevitt, to me personally known, who being by me duly sworn, says that he is President of MITSUI NEVITT CAPITAL CORPORATION and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Stephanie R. Harris
NOTARY PUBLIC

My commission expires: 7/16/93

